

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<hr/>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Don Pablo's of Texas, LP,</b>	§	
	§	<b>Case No. 04-31559</b>
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Avado Brands, Inc.,</b>	§	
	§	<b>Case No. 04-31555</b>
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Canyon Café of Texas LP,</b>	§	
	§	<b>Case No. 04-31556</b>
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>HNEF Area Manager II, Ltd.,</b>	§	
	§	<b>Case No. 04-31557</b>
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Altamonte Springs, Ltd.,</b>	§	
	§	<b>Case No. 04-31558</b>
<b>Debtor.</b>	§	
<hr/>	§	

<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Atlanta, Ltd.,</b>	§	
	§	<b>Case No. 04-31559</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Atlanta II, Ltd.,</b>	§	
	§	<b>Case No. 04-31560</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Bowling Green, Ltd.,</b>	§	
	§	<b>Case No. 04-31561</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Boynton Beach, Ltd.,</b>	§	
	§	<b>Case No. 04-31562</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Bradenton, Ltd.,</b>	§	
	§	<b>Case No. 04-31563</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Cherry Creek, Ltd.,</b>	§	
	§	<b>Case No. 04-31564</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Colorado Springs, Ltd.,</b>	§	
	§	<b>Case No. 04-31565</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Connecticut, Ltd.,</b>	§	
	§	<b>Case No. 04-31566</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Coral Springs, Ltd.,</b>	§	
	§	<b>Case No. 04-31567</b>
<b>Debtor.</b>	§	

<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Florida Mall, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31568</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Greater Detroit, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31569</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Greater Orlando II, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31570</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Idaho, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31571</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Indiana, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31572</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Lakeland, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31573</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Louisiana, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31574</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Massachusetts,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31575</b>
	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Matthews, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31576</b>
	§	

<b>In re</b>	§	
<b>Hops of Ohio, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31577</b>
<b>In re</b>	§	
<b>Hops of South Carolina, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31578</b>
<b>In re</b>	§	
<b>Hops of South Carolina II, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31579</b>
<b>In re</b>	§	
<b>Hops of Southeast Florida, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31580</b>
<b>In re</b>	§	
<b>Hops of Southwest Florida, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31581</b>
<b>In re</b>	§	
<b>Hops of Stuart, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31582</b>
<b>In re</b>	§	
<b>Hops of the Carolinas, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31583</b>
<b>In re</b>	§	
<b>Hops of the Carolinas II, Ltd.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31584</b>

<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Gold Coast, Ltd.,</b>	§	
	§	<b>Case No. 04-31585</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of the Rockies II, Ltd.,</b>	§	
	§	<b>Case No. 04-31586</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Virginia II, Ltd.,</b>	§	
	§	<b>Case No. 04-31587</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>The Hops Northeast Florida</b>	§	
<b>Joint Venture No. I,</b>	§	<b>Case No. 04-31588</b>
	§	
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>The Hops Northeast Florida</b>	§	
<b>Joint Venture No. II,</b>	§	<b>Case No. 04-31589</b>
	§	
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>The Hops Northeast Florida</b>	§	
<b>Joint Venture No. III,</b>	§	<b>Case No. 04-31590</b>
	§	
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Baltimore County, LLC,</b>	§	
	§	<b>Case No. 04-31591</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Missouri, LLC,</b>	§	
	§	<b>Case No. 04-31592</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Rhode Island, LLC,</b>	§	
	§	<b>Case No. 04-31593</b>
<b>Debtor.</b>	§	

<b>In re</b>	§	<b>Chapter 11</b>
<b>Hops of Greater Boston, Ltd.,</b>	§	
<b>Debtor.</b>	§	<b>Case No. 04-31594</b>
<b>In re</b>	§	
<b>Hops of Greater Orlando, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31595</b>
<b>In re</b>	§	
<b>Hops of Kansas, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31596</b>
<b>In re</b>	§	
<b>Hops of Minnesota, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31597</b>
<b>In re</b>	§	
<b>Hops of South Florida, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31598</b>
<b>In re</b>	§	
<b>Hops of the Ohio Valley, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31599</b>
<b>In re</b>	§	
<b>Hops of the Rockies, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31600</b>
<b>In re</b>	§	
<b>Hops of Virginia, Ltd.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31601</b>
<b>In re</b>	§	
<b>Avado Operating Corp.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31602</b>

<b>In re</b>	§	
<b>Canyon Café Limited, Inc.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31603</b>
<b>In re</b>	§	
<b>Canyon Café Operating Corp.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31604</b>
<b>In re</b>	§	
<b>Canyon Café TX General, Inc.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31605</b>
<b>In re</b>	§	
<b>Cypress Coast Construction Corporation,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31606</b>
<b>In re</b>	§	
<b>Don Pablo's Holding Corp.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31607</b>
<b>In re</b>	§	
<b>Don Pablo's Limited, Inc.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31608</b>
<b>In re</b>	§	
<b>Don Pablo's Operating Corp.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31609</b>
<b>In re</b>	§	
<b>Don Pablo's TX Liquor, Inc.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31610</b>
<b>In re</b>	§	
<b>Don Pablos of Baltimore County, Inc.,</b>	§	<b>Chapter 11</b>
<b>Debtor.</b>	§	<b>Case No. 04-31611</b>

<b>In re</b>	§	
<b>Don Pablos of Howard</b>	§	<b>Chapter 11</b>
<b>County, Inc.,</b>	§	
	§	<b>Case No. 04-31612</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	
<b>Don Pablos of Prince George's</b>	§	<b>Chapter 11</b>
<b>County, Inc.,</b>	§	
	§	<b>Case No. 04-31613</b>
<b>Debtor.</b>	§	
<b>In re</b>	§	
<b>Hops Grill &amp; Bar, Inc.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31614</b>
<b>In re</b>	§	
<b>Hops Marketing, Inc.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31615</b>
<b>In re</b>	§	
<b>Hops of the Ohio Valley, Inc.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31616</b>
<b>In re</b>	§	
<b>Hops of Southwest Florida, Inc.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31617</b>
<b>In re</b>	§	
<b>SMAS, Inc.,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtor.</b>	§	<b>Case No. 04-31618</b>

**ORDER DIRECTING JOINT ADMINISTRATION OF CASES  
PURSUANT TO BANKRUPTCY RULE 1015(b) AND N.D. TX L.B.R. 1015.1**

Upon the motion dated February 4, 2004 (the "Motion"<sup>1</sup>), of Avado Brands, Inc. ("Avado") and its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to such term in the motion related hereto.



debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order directing joint administration of these cases pursuant to Bankruptcy Rule 1015(b) administratively consolidating the respective chapter 11 cases of the Affiliate Debtors for procedural purposes only pursuant to Bankruptcy Rule 1015(b); and upon the Affidavit of Kevin J. Leary in Support of Chapter 11 Petitions and First Day Orders sworn to on February 4, 2004; and this Court having determined that joint administration of these chapter 11 cases is in the best interests of the Debtors, their respective estates, creditors and shareholders; and it further appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court in accordance with Bankruptcy Rule 1015(b) and Local Rule 1015.1.
3. The caption of the jointly administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>  <b>AVADO BRANDS, INC. <u>et al.</u>,</b>  <div style="text-align: right;"><b>Debtors.</b></div>	§ § § § §	<b>Chapter 11</b>  <b>Case No. 04-31555</b>  <b>Jointly Administered</b>
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4. A docket entry shall be made in each of the Debtors' cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Don Pablo's of Texas, LP, Avado Brands, Inc., Canyon Café of Texas LP, HNEF Area Manager II, Ltd., Hops of Altamonte Springs, Ltd., Hops of Atlanta, Ltd., Hops of Atlanta II, Ltd., Hops of Bowling Green, Ltd., Hops of Boynton Beach, Ltd., Hops of Bradenton, Ltd., Hops of Cherry Creek, Ltd., Hops of Colorado Springs, Ltd., Hops of Connecticut, Ltd., Hops of Coral Springs, Ltd., Hops of Florida Mall, Ltd., Hops of Greater Detroit, Ltd., Hops of Greater Orlando II, Ltd., Hops of Idaho, Ltd., Hops of Indiana, Ltd., Hops of Lakeland, Ltd., Hops of Louisiana, Ltd., Hops of Massachusetts, Hops of Matthews, Ltd., Hops of Minnesota, Ltd., Hops of Ohio, Ltd., Hops of South Carolina, Ltd., Hops of South Carolina II, Ltd., Hops of Southeast Florida, Ltd., Hops of Southwest Florida, Ltd., Hops of Stuart, Ltd., Hops of the Carolinas, Ltd., Hops of the Carolinas II, Ltd., Hops of the Gold Coast, Ltd., Hops of the Rockies II, Ltd., Hops of Virginia II, Ltd., The Hops Northeast Florida Joint Venture No. I, The Hops Northeast Florida Joint Venture No. II, The Hops Northeast Florida Joint Venture No. III, Hops of Baltimore County, LLC, Hops of Missouri, LLC, Hops of Rhode Island, LLC, Hops of Greater Boston, Ltd., Hops of Greater Orlando, Ltd., Hops of Kansas, Ltd., Hops of South Florida, Ltd., Hops of the Ohio Valley, Ltd., Hops of the Rockies, Ltd., Hops of Virginia, Ltd., Avado Operating Corp., Canyon Café Limited, Inc., Canyon Café Operating Corp., Canyon Café TX General, Inc., Cypress Coast Construction Corporation, Don Pablo's Holding Corp., Don Pablo's Limited, Inc., Don Pablo's Operating Corp., Don Pablo's TX Liquor, Inc., Don Pablos of Baltimore County, Inc., Don Pablos of Howard County, Inc., Don Pablos of Prince George's County, Inc., Hops Grill & Bar, Inc., Hops Marketing, Inc., Hops of the Ohio Valley, Inc., Hops of Southwest Florida, Inc., SMAS, Inc., on the docket in case no. 04-31555, which should be consulted for all matters affecting this case.

5. The caption shall be deemed to comply with the requirements of

Section 342 of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n).

### END OF ORDER ###

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